

Exhibit 9

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FAX NO. 6059782840

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NORTHWESTERN ENERGY, L.L.C.

**WRITTEN CONSENT OF SOLE MEMBER AND MANAGER
TO ACTION IN LIEU OF MEETING**

Effective Date: As of August 7, 2002

Pursuant to the provisions of Sections 35-8-307 (1) and (4) of the Limited Liability Company Law of the State of Montana (the "Act"), and consistent with the provisions of the Articles of Organization and Limited Liability Company Operating Agreement (the "Operating Agreement") of NorthWestern Energy, L.L.C., a Montana limited liability company (the "Company"), the undersigned, constituting the sole member and manager of the Company (the "Manager") hereby consents to the adoption of the following preamble and resolutions and to the taking of the actions contemplated thereby, in each case, with the same force and effect as if presented to and adopted at a meeting of the members of the Company:

WHEREAS, the Company desires to transfer substantially all of its assets to the Manager, except for those assets (and liabilities) associated with the Milltown hydroelectric dam on the Clark Fork River (the "Milltown Dam") (collectively, excluding the Milltown Dam Asset and Liabilities, the "NWE Assets and Liabilities");

WHEREAS, the Company desires to effect the transfer of the NWE Assets and Liabilities by it to the Manager (the "NWE Asset Transfer") such that upon the consummation of the NWE Asset Transfer all assets and liabilities associated with the Milltown Dam remain with the Company;

WHEREAS, the Company deems it to be in the best interest of the Company that it transfer the NWE Assets and Liabilities to the Manager and, from and after the consummation of the NWE Asset Transfer, to continue to operate and administer the Milltown Dam Assets and Liabilities; and

WHEREAS, the Company has obtained insurance coverage against a risk of catastrophic dam failure at the Milltown Dam;

NOW, THEREFORE, BE IT RESOLVED that the Manager hereby authorizes, empowers and directs the officers of the Company, or any of them, to execute and deliver an asset and stock transfer agreement to be entered into between the Company and the Manager (the "Transfer Agreement"), to effect the NWE Asset Transfer, as well as any agreements, instruments, or documents contemplated thereby or in connection therewith ("Ancillary Agreements"), as the proper officers of the Corporation deem necessary or desirable, with such modifications or amendments thereto as such officers shall approve and the execution of such Transfer Agreement and Ancillary Agreements shall be deemed conclusive evidence of such approval;

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FURTHER RESOLVED, that the Manager hereby authorizes, empowers and directs the officers of the Company, or any of them, to take whatever steps are necessary or desirable to ensure that the assets and the liabilities associated with the Milltown Dam remain with the Company, and do not comprise the NWE Assets and Liabilities;

FURTHER RESOLVED, that the Manager hereby authorizes, empowers and directs the proper officers of the Company, or any of them, to execute and deliver a power purchase agreement with the Manager for the sale of power from the Milltown Dam to the Manager at a price equal to the price authorized in the Company's Tier II proceeding (the "PPA") and keepwell agreements to be entered into between the Company and the Manager pursuant to which the Manager will ensure that the Company will have necessary funds to pay (i) the maintenance and operating costs of the Milltown Dam not paid pursuant to the PPA and (ii) the Company's percentage share of environmental liabilities relating to the Milltown Dam (collectively, the "Keepwell Agreements"), on mutually agreeable terms, with such modifications or amendments thereto as such officers shall approve and the execution of such PPA and Keepwell Agreements shall be deemed conclusive evidence of such approval;

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and instructed on behalf of the Company to take all other actions to effect the NWE Asset Transfer, such as, among other things, obtaining any necessary or desirable consents, or providing necessary or desirable notices, certificates, rulings confirmation letters or taking other actions, including, without limitation, under, or in connection with, the Company's debt instruments or capital leases and any contracts requiring consent, notice or other actions to which the Company is a party;

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and instructed on behalf of the Company and in its name to prepare, execute and file with the Securities and Exchange Commission any and all documents, reports, statements, filings, requests and information supplements as may be necessary or desirable for the purpose of completing the transactions contemplated by, or in connection with, the NWE Asset Transfer;

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and instructed on behalf of the Company to take all action, and act in the name of, or represent, the Company where necessary or desirable to comply with any and all applicable federal, state and local laws, rules and regulations applicable to the Company or the NWE Asset Transfer, including, without limitation, in connection with the Federal Energy Regulatory Commission and state and other federal regulatory agencies;

FURTHER RESOLVED, that the officers of the Company be, and each of them is, authorized, empowered and instructed, for and on behalf of the Company, to

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retain such consultants, advisors, attorneys, independent contractors, investor and public relations firms as they deem necessary or desirable and on such terms and conditions as they deem appropriate to effect the NWE Asset Transfer and further the purposes and intent of these resolutions;

FURTHER RESOLVED, that the Manager hereby authorizes, empowers and directs the officers of the Company to take all actions as are necessary or desirable to address environmental conditions relating to the Milltown Dam, including, without limitation, the authority to negotiate with regulatory authorities and other third parties regarding any remedy in connection therewith;

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and instructed, for and on behalf of the Company, to take all such further actions and to negotiate, execute and deliver any and all documents, filings, reports, statements, instruments and certificates, and to do or cause to be done any and all acts as such officers may deem necessary or appropriate in order to carry out the purposes and intentions of these resolutions, including, but not limited to, the transactions in anticipation of, contemplated by, or in connection with the NWE Asset Transfer;

FURTHER RESOLVED, that any and all actions taken by any officer or employee or agent of the Company in furtherance of the foregoing resolutions and within the authority conferred by the foregoing resolutions are hereby ratified and approved in all respects; and

FURTHER RESOLVED, that this written consent be filed with the minutes of proceedings of the Company.

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the date and year first indicated above.

SOLE MEMBER and MANAGER:

NORTHWESTERN CORPORATION

By:



Name: Merle D. Lewis

Title: Chairman & Chief Executive Officer